

**UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MINNESOTA**

IN RE: SUPERVALU, INC.
SECURITIES LITIGATION

Civil Action No. 02-CV-1738 (JNE/JGL)

**ORDER AUTHORIZING DISTRIBUTION OF
NET SETTLEMENT FUND**

Co-Lead Counsel have moved the Court for an order pursuant to Rule 23(e) of the Federal Rules of Procedure granting them permission to distribute the Net Settlement Fund to Settlement Class Members [Docket Doc. No.: 59] whose claims have been accepted and have asked the Court to enter an order:

1. Approving the administrative determinations made of A.B. Data, Ltd. (“A.B. Data”), the claims administrator, accepting and rejecting claims submitted herein, including approving the acceptance of 2169 claims that were postmarked after the August 2, 2004 deadline;

2. Rejecting the claim of Cambridge Options, a claimant who has contested the determination of A.B. Data under the Court-approved Plan of Allocation, and who has requested this Court’s review of the administrative determination rejecting its claim to share in the Settlement, as set forth in Exhibits K1 and K2 to the A.B. Data Affidavit;

3. Directing payment of \$265,772.52 out of the Settlement Fund to A.B. Data for the balance of its fees and expenses incurred and to be incurred in connection with services performed and to be performed with respect to the administration of the Settlement;

4. Directing distribution of the Net Settlement Fund, after deduction of the payment requested herein, to Settlement Class Members whose claims have been accepted;

5. Authorizing destruction of paper copies of Proof of Claim and Release Forms (the "Claim Forms") and all supporting documentation one year after distribution of the Net Settlement Fund, and authorizing destruction of electronic copies of claim records three years after distribution of the Net Settlement Fund; and

6. In the event that any funds remain in the Net Settlement Fund one year from distribution of the Net Settlement Fund to Authorized Claimants, after payment of claims administration costs as requested herein and after A.B. Data has made reasonable and diligent efforts to contact claimants who have not cashed their checks, authorizing A.B. Data to:

a. if cost effective, re-distribute the remaining funds on a pro rata basis to the Settlement Class Members who have cashed his, her or its initial distribution check and who would receive at least \$10.00 from such re-distribution and, six months after any such re-distribution, donate any funds remaining in the Net Settlement Fund as follows: one half to the YMCA of the Greater Minneapolis area and one half to the YMCA of the Greater Little Rock area; or

b. if re-distribution described in paragraph 5(a) is not cost effective, donate any remaining funds in the Net Settlement Fund as follows: one half to the YMCA of the Greater Minneapolis area and one half to the YMCA of the Greater Little Rock Area.

NOW, THEREFORE, based upon the annexed Affidavit of Anya Verkhovskaya-Cohen of A.B. Data, Lead Plaintiffs' Memorandum of Law in Support of its Motion for Distribution of Net Settlement Fund, and upon all prior proceedings herein,

IT IS HEREBY ORDERED that:

1. The Court approves the administrative determinations made of A.B. Data accepting and rejecting claims submitted herein, including approving the acceptance of 2,169 claims that were postmarked after the August 2, 2004 deadline;

2. The Court rejects the claim of Cambridge Options, a claimant who has contested the determination of A.B. Data under the Court-approved Plan of Allocation, and who has requested this Court's review of the administrative determination rejecting its claim to share in the Settlement, as set forth in Exhibits K1 and K2 to the A.B. Data Affidavit;

3. The Court directs payment of \$265,772.52 out of the Settlement Fund to A.B. Data for the balance of its fees and expenses incurred and to be incurred in connection with services performed and to be performed with respect to the administration of the Settlement;

4. The Court directs distribution of the Net Settlement Fund, after deduction of the payment requested herein, to Settlement Class Members whose claims have been accepted;

5. The Court authorizes A.B. Data to destroy paper copies of Claim Forms and all supporting documentation one year after distribution of the Net Settlement Fund and destroy electronic copies of claim records three years after distribution of the Net Settlement Fund; and

6. In the event that any funds remain in the Net Settlement Fund one year from distribution of the Net Settlement Fund to Authorized Claimants, after payment of claims administration costs as requested herein and after A.B. Data has made reasonable and diligent efforts to contact claimants who have not cashed their checks, A.B. Data shall:

a. if cost effective, re-distribute the remaining funds on a pro rata basis to the Settlement Class Members who have cashed his, her or its initial distribution check and who would receive at least \$10.00 from such re-distribution and, six months after any such re-distribution, donate any funds remaining in the Net Settlement Fund as follows: one half to the YMCA of the Greater Minneapolis area and one half to the YMCA of the Greater Little Rock area; or

b. if re-distribution described in paragraph 5(a) is not cost effective, donate any remaining funds in the Net Settlement Fund as follows: one half to the YMCA of the Greater Minneapolis area and one half to the YMCA of the Greater Little Rock Area.

IT IS SO ORDERED.

Dated: March 1, 2006

s/ Joan N. Ericksen
JOAN N. ERICKSEN
UNITED STATES DISTRICT JUDGE

Submitted by:

SCHIFFRIN & BARROWAY, LLP

Michael K. Yarnoff, Esq.
Kay E. Sickles, Esq.
Mark S. Danek, Esq.
280 King of Prussia Road
Radnor, PA 19087
Tel: 610.667.7706

**REINHARDT WENDORF &
BLANCHFIELD**

Garett D. Blanchfield
E-1250 First National Bank Building
332 Minnesota Street
St. Paul, MN 55101
Tel: 651.287.2100

**CAULEY BOWMAN CARNEY
& WILLIAMS, PLLC**

S. Gene Cauley
11311 Arcade Drive, Suite 200
Little Rock, AR 72212

ZIMMERMAN REED, P.L.L.P.

Carolyn G. Anderson #275712
Robert C. Moilanen #74263
651 Nicollet Mall, Suite 501
Minneapolis, MN 55402
Tel: 612.341.0400

*Co-Lead Counsel for Lead Plaintiffs and
the Settlement Class*

*Co-Liaison Counsel for Lead Plaintiffs and
the Settlement Class*